

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

RECORDATION NO. **23241-E** FILED
FEB 04 '02 10:07 AM
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

January 31, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Renumbering and Substitution of Railcars, dated January 23, 2002 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment of Leases previously filed with the Board under Recordation Number 23241.

The name and address of the party to the enclosed document are:

[Assignor: Railcar Finance LLC
1819 Peachtree Rd. N.E.
Suite 425
Atlanta, GA 30309-1847]

Assignee: Railcar Asset Financing Trust
1819 Peachtree Rd. N.E.
Suite 425
Atlanta, GA 30309

Mr. Vernon A. Williams
January 31, 2002
Page Two

A description of the railroad equipment covered by the enclosed document is:

- Exhibit A: 19 railcars whose reporting marks and road numbers are being changed;
- Exhibit B: no additions or deletions of railcars;
- Exhibit C: No railcars have been destroyed

all as attached hereto

A short summary of the document to appear in the index follows:

Statement of Renumbering and Substitution of Railcars

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RAILCAR ASSET FINANCING TRUST
Suite 425
1819 Peachtree Road, N.E.
Atlanta, Georgia 30309-1847
(404) 352-6799
Fax (404) 352-6798

RECORDATION NO. 23241-E FILED

FEB 04 '02

11:07 AM

SURFACE TRANSPORTATION BOARD

RAILCAR
ASSET FINANCING TRUST

Mr. Vernon A Williams
Secretary
Surface Transportation Board
Washington, D. C. 20423

Re: Recordation Numbers
23241, 23241-A, and 23241-B

Dear Mr. Williams:

With respect to the railroad equipment covered by the above-referenced recordations, we wish to advise:

- 1) the reporting marks and road numbers of certain railcars have been changed as set forth on Exhibit A attached; and
- 2) certain railcars have been removed from the transactions and have been replaced as set forth on Exhibit B attached; and
- 3) certain railcars have been destroyed as set forth on Exhibit C attached.

Please file these changes under Recordation Number 23241.

Very truly yours,



Douglas J. Crouse

STATE OF GEORGIA)
) ss:
COUNTY OF COBB)

On this 23rd day of January 2002, before me personally appeared Douglas J. Crouse, to me personally known, who, being by me duly sworn, says that he is an Agent of Railcar Ltd. and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.

NOTARY PUBLIC

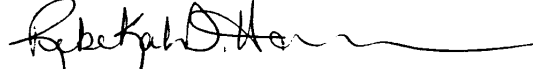

1/23/02

EXHIBIT A

Car Mark Changes For STB Filing-December 2001

New Mark	New Unit No.	Old Mark	Old Unit No.
SLGG	000308	MC	000308
SLGG	000318	MC	000318
SLGG	000321	MC	000321
SLGG	000329	MC	000329
SLGG	000334	MC	000334
SLGG	000336	MC	000336
SLGG	000345	MC	000345
SLGG	000346	MC	000346
SLGG	005572	MC	005572
SLGG	005573	MC	005573
SLGG	005575	MC	005575
SLGG	005577	MC	005577
SLGG	005578	MC	005578
SLGG	005589	MC	005589
SLGG	005590	MC	005590
SLGG	005591	MC	005591
SLGG	005594	MC	005594
SLGG	009067	RMGX	009067
SLGG	015229	MC	005229